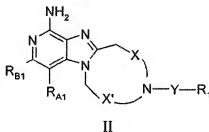


**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

1. (canceled)
2. (original) A compound of the Formula II:



wherein:

$R_{A1}$  and  $R_{B1}$  are each independently selected from the group consisting of:

hydrogen,  
halogen,  
alkyl,  
alkenyl,  
alkoxy,  
alkylthio, and  
 $-N(R_9)_2$ ;

or when taken together,  $R_{A1}$  and  $R_{B1}$  form a fused aryl ring or heteroaryl ring containing one heteroatom selected from the group consisting of N and S, wherein the aryl or heteroaryl ring is unsubstituted or substituted by one or more R groups, or substituted by one  $R_3$  group, or substituted by one  $R_3$  group and one R group;

or when taken together,  $R_{A1}$  and  $R_{B1}$  form a fused 5 to 7 membered saturated ring, optionally containing one heteroatom selected from the group consisting of N and S, and unsubstituted or substituted by one or more R groups;

X is a bond or a straight or branched chain  $C_{1-2}$  alkylene;

X' is a straight or branched chain  $C_{1-8}$  alkylene optionally substituted with hydroxy,

-O-R<sub>11</sub>, or one or more halogen atoms wherein the hydroxy, -O-R<sub>11</sub>, or one or more halogen atoms are bonded to a carbon atom other than a carbon atom adjacent to a nitrogen atom;

X and X' are further characterized in that the total number of ring carbon atoms contributed by X and X' is 1 to 3;

Y is selected from the group consisting of:

a bond,  
 -S(O)<sub>2</sub>-,  
 -S(O)<sub>2</sub>-N(R<sub>8</sub>)-,  
 -C(R<sub>6</sub>)-,  
 -C(R<sub>6</sub>)-O-,  
 -C(R<sub>6</sub>)-N(R<sub>8</sub>)-,  
 -C(R<sub>6</sub>)-N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and  
 -C(R<sub>6</sub>)-N(R<sub>8</sub>)-S(O)<sub>2</sub>-;

R<sub>1</sub> is selected from the group consisting of: hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, alkylthio, alkanoyl, alkanoyloxy, alkoxycarbonyl, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylthio, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo, and in the case of aryl, methylenedioxy; further with the proviso that when R<sub>A1</sub> and R<sub>B1</sub> together form a fused benzene ring that is unsubstituted or substituted by

C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, or halogen, and Y is a bond, R<sub>1</sub> is not hydrogen or C<sub>1-4</sub> alkyl;

R is selected from the group consisting of:

halogen,  
 hydroxy,  
 alkyl,  
 alkenyl,

haloalkyl,  
alkoxy,  
alkylthio, and  
-N(R<sub>9</sub>)<sub>2</sub>;

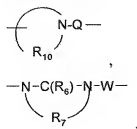
R<sub>3</sub> is selected from the group consisting of:

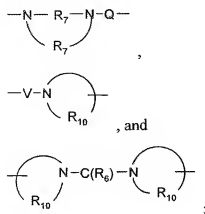
-Z-R<sub>4</sub>,  
-Z-X"-R<sub>4</sub>,  
-Z-X"-Y'-R<sub>4</sub>,  
-Z-X"-Y'-X"-Y'-R<sub>4</sub>, and  
-Z-X"-R<sub>5</sub>;

X" is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

-S(O)<sub>0-2</sub>-,  
-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,  
-C(R<sub>6</sub>)-,  
-C(R<sub>6</sub>)-O-,  
-O-C(R<sub>6</sub>)-,  
-O-C(O)-O-,  
-N(R<sub>8</sub>)-Q-,  
-C(R<sub>6</sub>)-N(R<sub>8</sub>)-,  
-O-C(R<sub>6</sub>)-N(R<sub>8</sub>)-,  
-C(R<sub>6</sub>)-N(OR<sub>9</sub>)-,

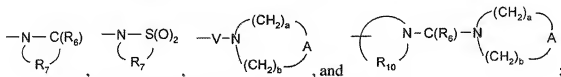




Z is a bond or -O-;

R<sub>4</sub> is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R<sub>5</sub> is selected from the group consisting of



R<sub>6</sub> is selected from the group consisting of =O and =S;

R<sub>7</sub> is C<sub>2-7</sub> alkylene;

R<sub>8</sub> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

R<sub>9</sub> is selected from the group consisting of hydrogen and alkyl;

R<sub>10</sub> is C<sub>3-8</sub> alkylene;

R<sub>11</sub> is selected from the group consisting of C<sub>1-6</sub> alkyl and -Si(C<sub>1-6</sub> alkyl)<sub>3</sub>;

A is selected from the group consisting of -CH<sub>2</sub>-, -O-, -C(O)-, -S(O)<sub>0-2</sub>-, and

$-N(R_4)-$ ;

Q is selected from the group consisting of a bond,  $-C(R_6)-$ ,  $-C(R_6)-C(R_6)-$ ,  $-S(O)_2-$ ,  $-C(R_6)-N(R_8)-W-$ ,  $-S(O)_2-N(R_8)-$ ,  $-C(R_6)-O-$ , and  $-C(R_6)-N(OR_9)$ ;

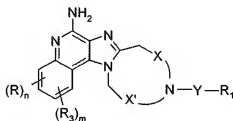
V is selected from the group consisting of  $-C(R_6)-$ ,  $-O-C(R_6)-$ ,  $-N(R_8)-C(R_6)-$ , and  $-S(O)_2-$ ;

W is selected from the group consisting of a bond,  $-C(O)-$ , and  $-S(O)_2-$ ; and

a and b are independently integers from 1 to 6 with the proviso that  $a + b$  is  $\leq 7$ ;  
or a pharmaceutically acceptable salt thereof.

3. (canceled)

4. (original) A compound of the Formula IV:



IV

wherein:

X is a bond or a straight or branched chain  $C_{1-2}$  alkylene;

X' is a straight or branched chain  $C_{1-8}$  alkylene optionally substituted with hydroxy,  $-O-R_{11}$ , or one or more halogen atoms wherein the hydroxy,  $-O-R_{11}$ , or one or more halogen atoms are bonded to a carbon atom other than a carbon atom adjacent to a nitrogen atom;

X and X' are further characterized in that the total number of ring carbon atoms contributed by X and X' is 1 to 3;

Y is selected from the group consisting of:

a bond,

$-S(O)_2-$ ,

$-S(O)_2-N(R_8)-$ ,

$-C(R_6)-$ ,

$-C(R_6)-O-$ ,  
 $-C(R_6)-N(R_8)-$ ,  
 $-C(R_6)-N(R_8)-C(R_6)-$ , and  
 $-C(R_6)-N(R_8)-S(O)_2-$ ;

$R_1$  is selected from the group consisting of: hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, alkylthio, alkanoyl, alkanoyloxy, alkoxycarbonyl, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylthio, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo, and in the case of aryl, methylenedioxy;

R is selected from the group consisting of:

halogen,  
 hydroxy,  
 alkyl,  
 alkenyl,  
 haloalkyl,  
 alkoxy,  
 alkylthio, and  
 $-N(R_9)_2$ ;

$R_3$  is selected from the group consisting of:

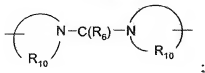
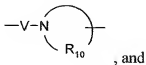
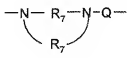
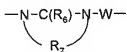
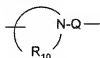
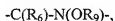
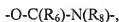
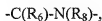
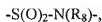
$-Z-R_4$ ,  
 $-Z-X''-R_4$ ,  
 $-Z-X''-Y'-R_4$ ,  
 $-Z-X''-Y'-X''-Y'-R_4$ , and  
 $-Z-X''-R_5$ ;

m is 0 or 1; with the proviso that when m is 1, then n is 0 or 1;

n is an integer from 0 to 4;

X" is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

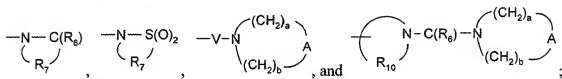
Y' is selected from the group consisting of:



Z is a bond or -O-;

$R_4$  is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

$R_5$  is selected from the group consisting of



$R_6$  is selected from the group consisting of =O and =S;

$R_7$  is  $C_{2-7}$  alkylene;

$R_8$  is selected from the group consisting of hydrogen,  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{1-10}$  alkoxy- $C_{1-10}$  alkyl, and aryl- $C_{1-10}$  alkyl;

$R_9$  is selected from the group consisting of hydrogen and alkyl;

$R_{10}$  is  $C_{3-8}$  alkylene;

$R_{11}$  is selected from the group consisting of  $C_{1-6}$  alkyl and  $-\text{Si}(C_{1-6} \text{ alkyl})_3$ ;

A is selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{O}-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{S}(\text{O})_{0.2}-$ , and  $-\text{N}(\text{R}_4)-$ ;

Q is selected from the group consisting of a bond,  $-\text{C}(\text{R}_6)-$ ,  $-\text{C}(\text{R}_6)-\text{C}(\text{R}_6)-$ ,  $-\text{S}(\text{O})_2-$ ,  $-\text{C}(\text{R}_6)-\text{N}(\text{R}_8)-\text{W}-$ ,  $-\text{S}(\text{O})_2-\text{N}(\text{R}_8)-$ ,  $-\text{C}(\text{R}_6)-\text{O}-$ , and  $-\text{C}(\text{R}_6)-\text{N}(\text{OR}_9)-$ ;

V is selected from the group consisting of  $-\text{C}(\text{R}_6)-$ ,  $-\text{O}-\text{C}(\text{R}_6)-$ ,  $-\text{N}(\text{R}_8)-\text{C}(\text{R}_6)-$ , and  $-\text{S}(\text{O})_2-$ ;

W is selected from the group consisting of a bond,  $-\text{C}(\text{O})-$ , and  $-\text{S}(\text{O})_2-$ ; and

a and b are independently integers from 1 to 6 with the proviso that  $a + b \leq 7$ ;

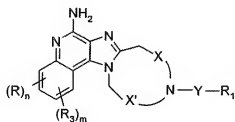
with the proviso that  $R_1$  is not hydrogen or  $C_{1-4}$  alkyl when Y is a bond, and:

n and m are both 0, or



m is 0, n is 1, and R is selected from the group consisting of C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, and halogen;  
or a pharmaceutically acceptable salt thereof.

5. (original) A compound of the Formula IV:



IV

wherein:

X is a bond or a straight or branched chain C<sub>1-2</sub> alkylene;

X' is a straight or branched chain C<sub>1-8</sub> alkylene optionally substituted with hydroxy wherein the hydroxy is bonded to a carbon atom other than a carbon atom adjacent a nitrogen atom;

X and X' are further characterized in that the total number of ring carbon atoms contributed by X and X' is 1 to 3;

Y is selected from the group consisting of:

- a bond,
- S(O)<sub>2</sub>-,
- S(O)<sub>2</sub>-N(R<sub>8</sub>)-,
- C(R<sub>6</sub>)-,
- C(R<sub>6</sub>)-N(R<sub>8</sub>)-,
- C(R<sub>6</sub>)-N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and
- C(R<sub>6</sub>)-N(R<sub>8</sub>)-S(O)<sub>2</sub>-;

R<sub>1</sub> is selected from the group consisting of: hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroarylalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl,

heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocydy groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, alkylthio, alkanoyl, alkanoyloxy, alkoxycarbonyl, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylthio, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo, and in the case of aryl, methylenedioxy; further with the proviso that when Y is a bond, R<sub>1</sub> is not hydrogen or C<sub>1-4</sub> alkyl;

R is selected from the group consisting of:

halogen,  
hydroxy,  
alkyl,  
alkenyl,  
haloalkyl,  
alkoxy,  
alkylthio, and  
-N(R<sub>9</sub>)<sub>2</sub>;

R<sub>3</sub> is selected from the group consisting of:

-Z-R<sub>4</sub>,  
-Z-X"-R<sub>4</sub>,  
-Z-X"-Y'-R<sub>4</sub>,  
-Z-X"-Y'-X"-Y'-R<sub>4</sub>, and  
-Z-X"-R<sub>5</sub>;

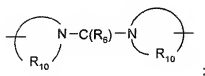
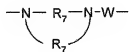
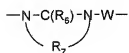
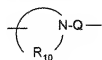
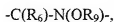
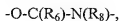
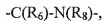
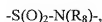
m is 0 or 1; with the proviso that when m is 1, then n is 0 or 1;

n is an integer from 0 to 4;

X" is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

-S(O)<sub>0-2</sub>,

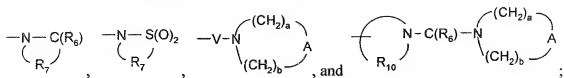


Z is a bond or -O-;

R<sub>4</sub> is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl,

amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

$R_5$  is selected from the group consisting of



$R_6$  is selected from the group consisting of =O and =S;

$R_7$  is  $C_{2-7}$  alkylene;

$R_8$  is selected from the group consisting of hydrogen,  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{1-10}$  alkoxy- $C_{1-10}$  alkylenyl, and aryl- $C_{1-10}$  alkylenyl;

$R_9$  is selected from the group consisting of hydrogen and alkyl;

$R_{10}$  is  $C_{3-8}$  alkylene;

A is selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{O}-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{S}(\text{O})_{0-2}-$ , and  $-\text{N}(\text{R}_4)-$ ;

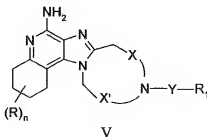
Q is selected from the group consisting of a bond,  $-\text{C}(\text{R}_6)-$ ,  $-\text{C}(\text{R}_6)-\text{C}(\text{R}_6)-$ ,  $-\text{S}(\text{O})_2-$ ,  $-\text{C}(\text{R}_6)-\text{N}(\text{R}_8)-\text{W}-$ ,  $-\text{S}(\text{O})_2-\text{N}(\text{R}_8)-$ ,  $-\text{C}(\text{R}_6)-\text{O}-$ , and  $-\text{C}(\text{R}_6)-\text{N}(\text{OR}_9)$ ;

V is selected from the group consisting of  $-\text{C}(\text{R}_6)-$ ,  $-\text{O}-\text{C}(\text{R}_6)-$ ,  $-\text{N}(\text{R}_8)-\text{C}(\text{R}_6)-$ , and  $-\text{S}(\text{O})_2-$ ;

W is selected from the group consisting of a bond,  $-\text{C}(\text{O})-$ , and  $-\text{S}(\text{O})_2-$ ; and

a and b are independently integers from 1 to 6 with the proviso that  $a + b$  is  $\leq 7$ ;  
or a pharmaceutically acceptable salt thereof.

6. (currently amended) The compound or salt of claim 2 wherein the A-compound is of the Formula V:



wherein:

X is a bond or a straight or branched chain  $C_{1-4}$  alkylene;

X' is a straight or branched chain  $C_{1-8}$  alkylene optionally substituted with hydroxy,  $-O-R_{11}$ , or one or more halogen atoms wherein the hydroxy,  $-O-R_{11}$ , or one or more halogen atoms are bonded to a carbon atom other than a carbon atom adjacent to a nitrogen atom;

X and X' are further characterized in that the total number of ring carbon atoms contributed by X and X' is 1 to 3;

Y is selected from the group consisting of:

- \_\_\_\_\_ a bond;
- \_\_\_\_\_  $S(O)_2$ ;
- \_\_\_\_\_  $S(O)_2-N(R_8)$ ;
- \_\_\_\_\_  $C(R_6)$ ;
- \_\_\_\_\_  $C(R_6)-O$ ;
- \_\_\_\_\_  $C(R_6)-N(R_8)$ ;
- \_\_\_\_\_  $C(R_6)-N(R_8)-C(R_6)$ ; and
- \_\_\_\_\_  $C(R_6)-N(R_8)-S(O)_2$ ;

R is selected from the group consisting of:

- \_\_\_\_\_ halogen;
- \_\_\_\_\_ hydroxy;
- \_\_\_\_\_ alkyl;
- \_\_\_\_\_ alkenyl;
- \_\_\_\_\_ haloalkyl;
- \_\_\_\_\_ alkoxy;
- \_\_\_\_\_ alkylthio; and
- \_\_\_\_\_  $N(R_9)_2$ ;

$R_1$  is selected from the group consisting of: hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, alkylthio, alkanoyl, alkanoyloxy, alkoxycarbonyl, hydroxyalkyl, haloalkyl,

haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylthio, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocydyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo, and in the case of aryl, methylenedioxy; and

$R_6$  is selected from the group consisting of  $=O$  and  $=S$ ;

$R_8$  is selected from the group consisting of hydrogen,  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{1-10}$  alkoxy,  $C_{1-10}$  alkynyl, and aryl- $C_{1-10}$  alkynyl;

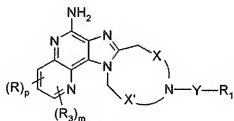
$R_9$  is selected from the group consisting of hydrogen and alkyl;

$R_{11}$  is selected from the group consisting of  $C_{1-6}$  alkyl and  $-Si(C_{1-6} \text{ alkyl})_3$ ; and

$n$  is an integer from 0 to 4;

or a pharmaceutically acceptable salt thereof.

7. (currently amended) The compound or salt of claim 2 wherein the A-compound is of the Formula VI:



VI

wherein:

$X$  is a bond or a straight or branched chain  $C_{1-2}$  alkylene;

$X'$  is a straight or branched chain  $C_{1-8}$  alkylene optionally substituted with hydroxy,  $-O-R_{11}$ , or one or more halogen atoms wherein the hydroxy,  $-O-R_{11}$ , or one or more halogen atoms are bonded to a carbon atom other than a carbon atom adjacent to a nitrogen atom;

$X$  and  $X'$  are further characterized in that the total number of ring carbon atoms contributed by  $X$  and  $X'$  is 1 to 3;

$Y$  is selected from the group consisting of:

— a bond;

—  $-S(O)_2-$ ;

—  $-S(O)_2-N(R_8)-$ ;

~~\_\_\_\_\_C(R<sub>6</sub>)<sub>7</sub>~~  
~~\_\_\_\_\_C(R<sub>6</sub>)-O<sub>7</sub>~~  
~~\_\_\_\_\_C(R<sub>6</sub>)-N(R<sub>8</sub>)<sub>7</sub>~~  
~~\_\_\_\_\_C(R<sub>6</sub>)-N(R<sub>8</sub>)-C(R<sub>6</sub>)<sub>7</sub>~~, and  
~~\_\_\_\_\_C(R<sub>6</sub>)-N(R<sub>8</sub>)-S(O)<sub>2</sub><sub>7</sub>~~

R<sub>1</sub> is selected from the group consisting of: hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, alkylthio, alkanoyl, alkanoyloxy, alkoxycarbonyl, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylthio, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo, and in the case of aryl, methylenedioxy;

~~R is selected from the group consisting of:~~

~~\_\_\_\_\_halogen;~~  
~~\_\_\_\_\_hydroxy;~~  
~~\_\_\_\_\_alkyl;~~  
~~\_\_\_\_\_alkenyl;~~  
~~\_\_\_\_\_haloalkyl;~~  
~~\_\_\_\_\_alkoxy;~~  
~~\_\_\_\_\_alkylthio;~~ and  
~~\_\_\_\_\_N(R<sub>9</sub>)<sub>2</sub>;~~

~~R<sub>3</sub> is selected from the group consisting of:~~

~~\_\_\_\_\_Z-R<sub>4</sub>;~~  
~~\_\_\_\_\_Z-X''-R<sub>4</sub>;~~  
~~\_\_\_\_\_Z-X''-Y'-R<sub>4</sub>;~~  
~~\_\_\_\_\_Z-X''-Y'-X''-Y'-R<sub>4</sub>;~~ and  
~~\_\_\_\_\_Z-X''-R<sub>5</sub>;~~

—  $X''$  is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more  $-O-$  groups;

—  $Y'$  is selected from the group consisting of:

—  $S(O)_{0-2}$ ;

—  $S(O)_2-N(R_8)$ ;

—  $C(R_6)$ ;

—  $C(R_6)-O$ ;

—  $O-C(R_6)$ ;

—  $O-C(O)-O$ ;

—  $N(R_8)-Q$ ;

—  $C(R_6)-N(R_8)$ ;

—  $O-C(R_6)-N(R_8)$ ;

—  $C(R_6)-N(OR_8)$ ;

—  $\left( \begin{array}{c} \text{N-Q} \\ \text{R}_{10} \end{array} \right)$ ;

—  $\left( \begin{array}{c} \text{N-C(R}_6\text{)-N-W} \\ \text{R}_7 \end{array} \right)$ ;

—  $\left( \begin{array}{c} \text{N-R}_7\text{-N-Q} \\ \text{R}_7 \end{array} \right)$ ;

—  $\left( \begin{array}{c} \text{V-N} \\ \text{R}_{10} \end{array} \right)$  and

—  $\left( \begin{array}{c} \text{N-C(R}_6\text{)-N} \\ \text{R}_{10} \quad \text{R}_{10} \end{array} \right)$ ;

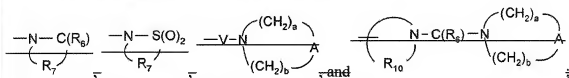
—  $Z$  is a bond or  $-O-$ ;

—  $R_4$  is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkenyl, aryloxyalkenyl, alkylarylenyl, heteroaryl, heteroarylalkenyl,



heteroarylalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroarylalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

—  $R_3$  is selected from the group consisting of



—  $R_6$  is selected from the group consisting of =O and =S;

—  $R_7$  is  $C_{2-7}$  alkylene;

—  $R_8$  is selected from the group consisting of hydrogen,  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{1-10}$  alkoxy,  $C_{1-10}$  alkylenyl, and aryl- $C_{1-10}$  alkylenyl;

—  $R_9$  is selected from the group consisting of hydrogen and alkyl;

—  $R_{10}$  is  $C_{2-8}$  alkylene;

—  $R_{11}$  is selected from the group consisting of  $C_{1-6}$  alkyl and  $\text{—Si}(C_{1-6}\text{ alkyl})_3$ ;

A is selected from the group consisting of  $\text{—CH}_2\text{—}$ , O,  $\text{—C(O)—}$ ,  $\text{—S(O)}_{0.2-1}$ , and  $\text{—N(R}_4\text{)—}$ ;

— Q is selected from the group consisting of a bond,  $\text{—C(R}_6\text{)—}$ ,  $\text{—C(R}_6\text{)—C(R}_6\text{)—}$ ,  $\text{—S(O)}_{2-7}$ ,  $\text{—C(R}_6\text{)—N(R}_8\text{)—W—}$ ,  $\text{—S(O)}_2\text{—N(R}_8\text{)—}$ ,  $\text{—C(R}_6\text{)—O—}$ , and  $\text{—C(R}_6\text{)—N(OR}_9\text{)—}$ ;

— V is selected from the group consisting of  $\text{—C(R}_6\text{)—}$ ,  $\text{—O—C(R}_6\text{)—}$ ,  $\text{—N(R}_8\text{)—C(R}_6\text{)—}$ , and  $\text{—S(O)}_{2-7}$ ;

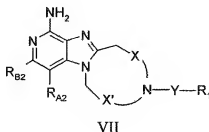
— W is selected from the group consisting of a bond,  $\text{—C(O)—}$ , and  $\text{—S(O)}_{2-7}$ ;

m is 0 or 1; with the proviso that when m is 1, then p is 0 or 1; and

p is an integer from 0 to 3; and

— a and b are independently integers from 1 to 6 with the proviso that  $a+b \leq 7$ ;  
or a pharmaceutically acceptable salt thereof.

8. (currently amended) The compound or salt of claim 2 wherein the A-compound is of the Formula VII:



wherein:

$R_{A2}$  and  $R_{B2}$  are each independently selected from the group consisting of:

hydrogen,  
halogen,  
alkyl,  
alkenyl,  
alkoxy,  
alkylthio, and  
 $-N(R_9)_2$ ; and

X is a bond or a straight or branched chain  $C_{1-2}$  alkylene;

X' is a straight or branched chain  $C_{1-8}$  alkylene optionally substituted with hydroxy,  $-O-R_{11}$ , or one or more halogen atoms wherein the hydroxy,  $-O-R_{11}$ , or one or more halogen atoms are bonded to a carbon atom other than a carbon atom adjacent to a nitrogen atom;

X and X' are further characterized in that the total number of ring carbon atoms contributed by X and X' is 1 to 3;

Y is selected from the group consisting of:

— a bond;  
—  $-S(O)_{2-3}$ ;  
—  $-S(O)_2-N(R_8)-$ ;  
—  $-C(R_6)-$ ;  
—  $-C(R_6)-O-$ ;  
—  $-C(R_6)-N(R_8)-$ ;  
—  $-C(R_6)-N(R_8)-C(R_6)-$ ; and  
—  $-C(R_6)-N(R_8)-S(O)_{2-3}$ ;

$R_1$  is selected from the group consisting of: hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, alkylthio, alkanoyl, alkanoyloxy, alkoxycarbonyl, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylthio, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo, and in the case of aryl, methylenedioxy;

$R_6$  is selected from the group consisting of  $=O$  and  $=S$ ;

$R_8$  is selected from the group consisting of hydrogen,  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{1-10}$  alkoxy,  $C_{1-10}$  alkylenyl, and aryl- $C_{1-10}$  alkylenyl;

$R_9$  is selected from the group consisting of hydrogen and alkyl; and

$R_{11}$  is selected from the group consisting of  $C_{1-6}$  alkyl and  $-Si(C_{1-6} \text{ alkyl})_3$ ; or a pharmaceutically acceptable salt thereof.

9-12 (canceled)

13. (currently amended) A compound or salt ~~as in any one of claims 4, 5, 7, and 10 or claim 9 as dependent on claim 4 or claim 5~~ wherein  $m$  is 0 and  $n$  is 0.

14. (canceled)

15. (currently amended) A compound or salt ~~as in any one of the preceding claims of claim 2~~ wherein  $Y$  is selected from the group consisting of  $-C(O)-$ ,  $-S(O)_2-$ , or  $-C(O)-NH-$ , and  $R_1$  is  $C_{1-3}$  alkyl.

16. (currently amended) A compound or salt ~~as in any one of the preceding claims of claim 15~~ wherein  $Y$  is  $-S(O)_2-$ , and  $R_1$  is methyl.

17. (currently amended) A compound or salt ~~as in any one of claims 1 through 16~~ 2 wherein X is a bond and X' contributes one ring carbon atom.

18. (currently amended) A compound or salt ~~as in any one of claims 1 through 17~~ 2 wherein X' is methylene.

19. (currently amended) A compound or salt ~~as in any one of claims 1 through 16~~ 2 wherein X is a bond and X' contributes two ring carbon atoms.

20. (currently amended) A compound or salt ~~as in any one of claims 1 through 16 or claim 19~~ 2 wherein X' is ethylene.

21-22 (canceled)

23. (currently amended) A compound or salt of ~~as in any one of claims 1 through 54~~ wherein the compound is 9-(methylsulfonyl)-9,10,11,12-tetrahydro-8H-[1,4]diazepino[1',2':1,2]imidazo[4,5-c]quinolin-6-amine or a pharmaceutically acceptable salt thereof.

24. (currently amended) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of ~~any one of the preceding claims 2~~ 2 in combination with a pharmaceutically acceptable carrier.

25. (currently amended) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim ~~21 or claim 23~~ 2 to the animal ~~or administering a pharmaceutical composition of claim 24 as dependent on claim 21 or claim 23 to the animal.~~

26. (currently amended) A method of treating a viral disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt of claim ~~24 or~~ 2

~~claim 23 to the animal or administering a pharmaceutical composition of claim 24 as dependent on claim 21 or claim 23 to the animal.~~

27. (currently amended) A method of treating a neoplastic disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt of claim 21 ~~or claim 23 to the animal or administering a pharmaceutical composition of claim 24 as dependent on claim 21 or claim 23 to the animal.~~

28. (new) A compound or salt of claim 4 wherein Y is selected from the group consisting of  $-C(O)-$ ,  $-S(O)_2-$ , or  $-C(O)-NH-$ , and  $R_1$  is  $C_{1-3}$  alkyl.

29. (new) A compound or salt of claim 28 wherein Y is  $-S(O)_2-$ , and  $R_1$  is methyl.

30. (new) A compound or salt of claim 4 wherein X is a bond and X' contributes one ring carbon atom.

31. (new) A compound or salt of claim 4 wherein X' is methylene.

32. (new) A compound or salt of claim 4 wherein X is a bond and X' contributes two ring carbon atoms.

33. (new) A compound or salt of claim 4 wherein X' is ethylene.

34. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 4 in combination with a pharmaceutically acceptable carrier.

35. (new) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 4 to the animal.

36. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 6 in combination with a pharmaceutically acceptable carrier.

37. (new) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 6 to the animal.
38. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 7 in combination with a pharmaceutically acceptable carrier.
39. (new) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 7 to the animal.
40. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 23 in combination with a pharmaceutically acceptable carrier.
41. (new) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 23 to the animal.